

CORE LITHIUM LTD

ACN 146 287 809

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

Thursday 14 March 2019

Time of Meeting

10:30am (ACDT)

Place of Meeting

Core Lithium
Level 1, 366 King William Street,
Adelaide, South Australia

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Core Lithium Ltd ("Company") will be held at the offices of the Company at Level 1, 366 King William Street, Adelaide, South Australia on Thursday 14 March 2019 at 10:30am (ACDT).

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contains information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional advisor.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the Glossary at the end of the Explanatory Notes.

ORDINARY RESOLUTIONS

Resolution 1 – Ratification of Shares issued in December 2018 and January 2019

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment of 60,000,000 Shares in December 2018 and January 2019 on the terms and to the parties set out in the Explanatory Notes is ratified."

Resolution 2 – Ratification of 4,000,000 Contractor Options issued on 31 January 2019

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 4,000,000 Contractor Options on 31 January 2019 on the terms and to the parties set out in the Explanatory Notes."

Resolution 3 – Ratification of the past issue, or the proposed future issue, of 431,373 Services Shares

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.1 or Listing Rule 7.4 (as the case may be), Shareholders approve and authorise or ratify (as the case may be) the issue of 431,373 Services Shares on the terms and to the parties set out in the Explanatory Notes."

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

The business of the Meeting affects your Shareholding and your vote is important.

Voting exclusion in relation to Resolution 1 (ratification of Shares issued)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associate of such persons. However, the Company need not disregard a vote if:

- a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting exclusion in relation to Resolution 2

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour this Resolution by or on behalf of 708 Capital and their nominees or any associate of such persons. However, the Company need not disregard a vote if:

- a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting exclusion in relation to Resolution 3

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of RM Investments Pty Ltd and their nominees or any associate of such persons. However, the Company need not disregard a vote if:

- a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

For the convenience of Members, a Proxy Form is enclosed. In completing the attached Proxy Form, Members must be aware that where the Chairman of the Meeting is appointed as their proxy, they will be directing the Chairman to vote in accordance with the Chairman's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chairman as a proxy with a direction to cast the votes contrary to the Chairman's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chairman.

A proxy does not need to be a Member of the Company. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:30am ACDT on 12 March 2019):

By mail: Core Lithium Ltd
c/- Security Transfer Australia Pty Ltd
PO BOX 52
Collins Street West VIC 8007

By hand: Exchange Tower, Level 9, Suite 913
530 Little Collins Street
MELBOURNE VIC 3000

By facsimile: +61 8 9315 2233

On-line: www.securitytransfer.com.au

Shareholders can lodge their proxy vote securely online at www.securitytransfer.com.au. The Proxy Form does not need to be returned to the share registry if the votes have been lodged online.

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm ACDT on 12 March 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jaroslav (Jarek) Kopias
Company Secretary
Adelaide, 5 February 2019

GENERAL MEETING - EXPLANATORY NOTES

The Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

GENERAL BUSINESS

Resolutions 1: Ratification of Shares issued in December 2018 and January 2019

Background

The Company announced an issue of Shares under two tranches as follows:

- 20 December 2018; issue of 48,000,000 Shares (**Placement 1 Shares**) to sophisticated, professional and institutional investors under a share placement to raise \$2,400,000 (before costs).
- 16 January 2019; issue of 12,000,000 Shares (**Placement 2 Shares**) to sophisticated, professional and institutional investors under a share placement to raise \$600,000 (before costs).

The Placement 1 Shares and Placement 2 Shares were issued under the Company's 10% Additional Placement Capacity under Listing Rule 7.1A.

Reason for approval

Under Listing Rule 7.1A, as approved at the Company's 2018 Annual General Meeting held on 8 November 2018, the Company may issue a further 10% of Shares on issue under the 10% Additional Placement Capacity.

Under Listing Rule 7.1A.2, any securities issued under the 10% Additional Placement Capacity will be counted toward the 10% limit pursuant to Listing Rule 7.1A for a period of 12 months from the date of issue unless Shareholders approve the issue of those Securities.

The Placement 1 Shares and Placement 2 Shares, totalling 60,000,000 Shares, were issued without Shareholder approval pursuant to Listing Rule 7.1A and thus the Company is seeking ratification of the issue at this Meeting.

The Company confirms that the issue of the Placement 1 Shares and Placement 2 Shares did not breach Listing Rule 7.1A at the respective dates of issue.

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of Listing Rule 7.4 and the following information is included in this Explanatory Notes for that purpose:

- (a) 48,000,000 Placement 1 Shares and 12,000,000 Placement 2 Shares were issued on 20 December 2018 and 16 January 2019 respectively at a price of \$0.05 per Share;
- (b) the Placement 1 Shares and Placement 2 Shares issued are fully paid ordinary shares and rank equally with other Shares on issue;
- (c) the Placement 1 Shares were issued to 12 applicants and Placement 2 Shares were issued to Ya Hua International Investment and Development Co Ltd and Mining Value Fund Pty Ltd, none of whom are related parties of the Company; and
- (d) the purpose of the funds raised upon issue of Placement 1 Shares and Placement 2 Shares was to progress the Finniss Lithium Project towards development, including completion of the Definitive Feasibility Study, an accelerated programme of Resource drilling at the Carlton, Hang Gong and Booth Lees Link prospects and for working capital.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of Shares issued in December 2018 and January 2019.

Resolution 2: Ratification of 4,000,000 Contractor Options issued on 31 January 2019

Background

On 1 February 2019, Core announced that it had issued 4,000,000 unquoted options as consideration for services in relation to the Share placement (**Contractor Options**).

The Contractor Options were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1.

Reason for approval

Under ASX Listing Rule 7.1, the Company may not, without Members' approval, issue Equity Securities of more than 15% of its total issued Securities within a 12-month period.

Listing Rule 7.4 permits ratification of previous issues of Securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1.

The Contractor Options were issued on 31 January 2019 without Shareholder approval pursuant to Listing Rule 7.1 and thus the Company is seeking ratification of the issue at this Meeting.

The Company confirms that the issue of the 4,000,000 Contractor Options did not breach Listing Rule 7.1 at the date of issue.

By ratifying the issue of the Contractor Options, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

- (a) 4,000,000 Contractor Options were issued on 31 January 2019. The Contractor Options were issued at a price of \$0.00001 per Contractor Option;
- (b) the Contractor Options have an exercise price of \$0.08 each and expiry of 31 January 2021 – full terms of Contractor Options are detailed in Appendix 1. Any shares issued on the exercise of Contractor Options will be fully paid ordinary shares and rank equally with other Shares on issue;
- (c) the Contractor Options were issued to nominees of 708 Capital, which are not related parties of the Company;
- (d) \$40.00 was raised on the issue of Contractor Options; and
- (e) the purpose of the issue of Contractor Options was for professional services in relation to the Share placement.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of Contractor Options issued on 31 January 2019.

Resolution 3: Ratification of the past issue, or the proposed future issue, of 431,373 Services Shares

Background

On 21 June 2018, Core announced that it had proposed to issue 431,373 Shares as consideration for services (**Services Shares**) for investor relations services.

Reason for approval

At the date of preparation of this Notice, the issue of 431,373 Services Shares has not occurred. The Shares are to be issued upon completion of agreed scope of works by RM Capital Pty Ltd. The work may or may not be completed prior to the date of the Meeting.

If the Services Shares are issued prior to the Meeting, then ratification for the issue of those Shares is sought in accordance with the requirements of Listing Rule 7.4. However, if the Services Shares are not issued before the Meeting, then approval is sought for the issue of those Shares in accordance with the requirements of Listing Rule 7.1.

Under ASX Listing Rule 7.1, the Company may not, without Members' approval, issue Equity Securities of more than 15% of its total issued Securities within a 12-month period.

Listing Rule 7.4 permits ratification of previous issues of Securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Specific Information required by ASX Listing Rule 7.3 and 7.5

The following information is provided in accordance with Listing Rules 7.3 or 7.5 as the case may be:

- (a) The maximum number of Services Shares to be issued is 431,373 Shares at a deemed issued price of 5.1 cents per Share;
- (b) The Services Shares will be issued prior to the Meeting or no later than 3 months after the date of the Meeting and will be issued in one allotment;
- (c) The Shares were issued or will be issued for nil cash consideration in satisfaction of professional services provided by RM Capital Pty Ltd;
- (d) The Services Shares issued or to be issued are fully paid ordinary Shares in the Company and rank equally in all respects with the Company's existing quoted Shares;
- (e) The Services Shares have been issued or will be issued to RM Capital Pty Ltd. RM Capital Pty Ltd is not a related party of the Company; and
- (f) No funds were raised from this issue as the Services Shares were issued in consideration for professional services provided.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of Services Shares issued or the Services Shares to be issued (as the case may be), totalling 431,373 Shares.

Appendix 1

Key terms of Contractor Options

- (a) Each Option will entitle the Optionholder to subscribe for one Share in the Company (subject to possible adjustments referred to in paragraph (j), (k) and (l) below).
- (b) Each Option is exercisable at any time after the date of issue and before 5:00pm ACDT on 31 January 2021 (**Expiry Date**). Options not exercised before the Expiry Date will lapse.
- (c) The issue price of each Option is \$0.00001 and the exercise price of each Option is \$0.08 (**Exercise Price**).
- (d) Options are exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (e) Some or all of the Options may be exercised at any one time or times prior to the Expiry Date.
- (f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares.
- (g) The Company will not seek to have the Contractor Options admitted to the official list of ASX and the Contractor Options will not be listed on ASX.
- (h) Each Option will be freely transferable at any time before the Expiry Date.
- (i) Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date. The Company will ensure that for the purposes of determining entitlements to participate in any new issues of securities to holders of Shares, that the record date will be at least five business days after the date the issue is announced.
- (j) If there is a bonus issue to the holders of Shares:
 - i. the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
 - ii. no change will be made to the Exercise Price.
- (k) If, prior to the Expiry Date, the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.
- (l) In the event of a pro rata issue of securities to holders of Shares, the Exercise Price in respect of any unexercised Options may be adjusted in accordance with the adjustment formula for pro rata issues set out in the ASX Listing Rules at the time when the Options were granted.

Glossary

In the Notice of Meeting and Explanatory Notes:

10% Additional Placement Capacity means the Equity Securities issued under Listing Rule 7.1A.

ACDT means Australian Central Daylight Time.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of Core.

Contractor Options means unquoted options with an exercise price of \$0.08 and expiry in accordance with the Expiry Date.

Core or the Company means Core Lithium Ltd (ABN 80 146 287 809).

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Exercise Price means \$0.08 per option.

Expiry Date means 5:00pm ACDT on 31 January 2021.

Listing Rules or **ASX Listing Rules** means the listing rules of ASX.

Meeting or **General Meeting** means the general meeting of Shareholders to be held at the offices of the Company at Level 1, 366 King William Street, Adelaide, South Australia on Thursday 14 March 2019 at 10:30 am (ACDT).

Member or **Shareholder** means each person registered as a holder of a Share.

Notice or **Notice of Meeting** means this notice of General Meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Placement 1 Shares means 48,000,000 Shares issued under the share placement completed by the Company on 20 December 2018.

Placement 2 Shares means 12,000,000 Shares issued under the share placement completed by the Company on 16 January 2019.

Resolution means a resolution referred to in this Notice.

Services Shares means 431,373 Shares to be issued as consideration for professional services to RM Capital Pty Ltd.

Share means a fully paid ordinary share in the capital of the Company.

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CORE LITHIUM LTD

ACN: 146 287 809

REGISTERED OFFICE:

LEVEL 1
366 KING WILLIAM ST
ADELAIDE SA 5000

SHARE REGISTRY:

Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

Code:

CXO

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE
ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of Core Lithium Ltd and entitled to attend and vote hereby appoint:

☐ The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of Core Lithium Ltd to be held at 10:30am ACDT on Thursday 14 March 2019 at Core Lithium, Level 1, 366 King William Street, Adelaide, South Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Ratification of Shares issued in December 2018 and January 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of 4,000,000 Contractor Options issued on 31 January 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the past issue, or the proposed future issue, of 431,373 Services Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:30am ACDT on Tuesday 12 March 2019.

Name:

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This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.